

**EXHIBIT B**

**Steele Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**DECLARATION OF BENJAMIN J. STEELE IN SUPPORT  
OF APPLICATION FOR AN ORDER AUTHORIZING EMPLOYMENT AND  
RETENTION OF KROLL RESTRUCTURING ADMINISTRATION LLC AS  
ADMINISTRATIVE ADVISOR, EFFECTIVE AS OF THE PETITION DATE**

I, Benjamin J. Steele, under penalty of perjury, declare as follows:

1. I am a Managing Director of Kroll Restructuring Administration LLC (“Kroll”), a chapter 11 administrative services firm whose headquarters are located at 1 World Trade Center, 31st Floor, New York, NY 10007. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

thereto.

2. This Declaration is made in support of the *Application for an Order Authorizing Employment and Retention of Kroll LLC as Administrative Advisor Effective as of the Petition Date*, which was filed contemporaneously herewith (the “Section 327(a) Application”) by the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”).<sup>2</sup>

3. Kroll is comprised of leading industry professionals with significant experience in both the legal and administrative aspects of large, complex chapter 11 cases. Kroll’s professionals have experience in noticing, claims administration, solicitation, balloting, and facilitating other administrative aspects of chapter 11 cases and experience in matters of this size and complexity. Kroll’s professionals have acted as debtor’s counsel, official claims and noticing agent and/or administrative advisor in many large bankruptcy cases in this District and in other districts nationwide. Kroll’s active and former cases include: NanoString Techs., Inc., No. 24-10160 (CTG) (Bankr. D. Del. Feb. 4, 2024); PARTS iD, Inc., No. 23-12098 (LSS) (Bankr. D. Del. Jan. 30, 2024); Pennsylvania Real Estate Inv. Tr., No. 23-11974 (KBO) (Bankr. D. Del. Jan. 4, 2024); Near Intelligence, Inc., No. 23-11962 (TMH) (Bankr. D. Del. Jan. 9, 2024); Timber Pharms., Inc., No. 23-11878 (JKS) (Bankr. D. Del. Jan. 3, 2024); Rite Aid Corp., No. 22-02890 (MBK) (Bankr. D.N.J. Jan. 10, 2024); Mallinckrodt plc, No. 23-11258 (JTD) (Bankr. D. Del. Oct. 2, 2023); FTX Trading Ltd., No. 22-11068 (JTD) (Bankr. D. Del. Jan. 20, 2023); In re FB Debt Financing Guarantor, LLC, No. 23-10025 (KBO) (Bankr. D. Del. Feb. 3, 2023); In re Clovis Oncology, Inc., No. 22-11292 (JKS) (Bankr. D. Del. Jan. 18, 2023); BlockFi Inc., No. 22-19361 (MBK) (Bankr.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Section 327(a) Application.

D.N.J. Feb. 7, 2023); In re Bed Bath & Beyond, Inc., No. 23-13359 (VFP) (Bankr. D.N.J.) (June 2, 2023); SVB Financial Grp., No. 23-10367 (MG) (Bankr. S.D.N.Y. Apr. 27, 2023); Genesis Global Holdco, LLC, No. 23-10063 (SHL) (Bankr. S.D.N.Y. Feb. 24, 2023); Endo Int'l plc, No. 22-22549 (JLG) (Bankr. S.D.N.Y. Oct. 5, 2022); In re MD Helicopters, Inc., No. 22-10263 (KBO) (Bankr. D. Del. Apr. 22, 2022); and In re Salem Harbor Power Dev. LP, No. 22-10239 (MFW) (Bankr. D. Del. Apr. 19, 2022).

4. As Administrative Advisor, Kroll will perform the bankruptcy administration services specified in the Section 327(a) Application and the Engagement Agreement. In performing such services, Kroll will charge the Debtors the rates set forth in the Engagement Agreement, which is attached as Exhibit C to the Section 327(a) Application.

5. As stated in the Section 156(c) Application, prior to the Petition Date, the Debtors provided Kroll an advance in the amount of \$40,000, which was received by Kroll on October 25, 2024. Except as stated in this paragraph, Kroll has not received any payments from the Debtors in the 90 days prior to the Petition Date.

6. Kroll is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, in that Kroll and its professional personnel:

- (a) are not creditors, equity security holders, or insiders of the Debtors;
- (b) are not and were not, within two years before the date of the filing of these cases, directors, officers, or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

7. I caused to be submitted for review by our conflicts system the names of all known potential parties-in-interest (the “Potential Parties in Interest”) in these Chapter 11 Cases, which parties are listed on Schedule 1 attached hereto. The list of Potential Parties in Interest was

provided by the Debtors and included the Debtors, non-Debtor affiliates, directors and officers of the Debtors, significant stockholders, secured creditors, agents, the Debtors' fifty (50) largest unsecured creditors on a consolidated basis, contract counterparties to material agreements, landlords, material vendors, governmental authorities, the United States Trustee and persons employed in the office of the United States Trustee, and other parties. The results of the conflict check were compiled and reviewed by Kroll professionals under my supervision, and all results of such check (if any) are set forth herein. At this time, and as set forth in further detail herein, Kroll is not aware of any connection that would present a disqualifying conflict of interest. Should Kroll discover any new relevant facts or connections bearing on the matters described herein during the period of its retention, Kroll will use reasonable efforts to file promptly a supplemental declaration.

8. To the best of my knowledge, and based solely upon information provided to me by the Debtors, and except as provided herein, neither Kroll, nor any of its professionals, has any materially adverse connection to the Debtors, their creditors or other relevant parties. Kroll may have relationships with certain of the Debtors' creditors as vendors or in connection with cases in which Kroll serves or has served in a neutral capacity as claims and noticing agent and/or administrative advisor for another chapter 11 debtor.

9. Certain of Kroll's professionals were partners of or formerly employed by firms that are providing or may provide professional services to parties in interest in these cases. Such firms include Kirkland & Ellis LLP; Weil, Gotshal & Manges LLP; O'Melveny & Myers LLP; Mayer Brown LLP; Fried, Frank, Harris, Shriver & Jacobson LLP; Bracewell LLP; Willkie Farr & Gallagher LLP ("Willkie"); Jones Day; Shearman & Sterling LLP; Baker & Hostetler LLP; Togut, Segal & Segal LLP; KPMG LLP; PricewaterhouseCoopers LLP; Epiq Bankruptcy Solutions, LLC; Donlin, Recano & Company, Inc. and Kurtzman Carson Consultants LLC.

Except as may be disclosed herein, these professionals did not work on any matters involving the Debtors while employed by their previous firms. Moreover, these professionals were not employed by their previous firms when these Chapter 11 Cases were filed.

10. Kroll hereby discloses the following connections, each of which Kroll believes does not present an interest adverse to the Debtors and is disclosed solely out of an abundance of caution:

- Gabriel Brunswick, Associate General Counsel of Kroll, was formerly an associate at Willkie, which is proposed bankruptcy co-counsel to the Debtors in these Chapter 11 Cases. Mr. Brunswick left Willkie in January 2020. Mr. Brunswick did not work on any matters involving the Debtors during his time at Willkie.
- Jordan Searles is a Director at Kroll. Mr. Searles' brother, Adam Searles, is a Partner at AlixPartners, LLC, which the Debtors have proposed to retain to provide the Debtors with a chief restructuring officer and additional support personnel.
- Stacey Corr-Irvine is a Director at Kroll. Mrs. Corr-Irvine's husband is a Vice President of Fixed Income Finance at JP Morgan Chase Bank, N.A., one of the Administrative and Collateral Agents in these cases. Mr. Irvine's role is administrative in nature, and he is not involved in any investment decisions.
- My wife, Yoomi Lee Steele, is a Director, Office of Cyber Resiliency at Google, one of the Debtors' top 30 creditors. My wife's role at Google is not customer-facing and is wholly unrelated to the Debtors and these cases. Additionally, a Manager of SEC Reporting at Google is the spouse of a Vice President of Kroll's division. The Manager's role at Google is not customer-facing, and the Vice President's role is purely administrative and she does not work on any of Kroll's cases.
- Robert ("Bobby") DeStefano, an associate at Kroll, was formally an analyst at Ducera Partners LLC ("Ducera"), investment banker to the Debtors in these chapter 11 cases. Mr. DeStefano left Ducera in January 2021. Mr. DeStefano did not work on any matters involving the Debtors during his time at Ducera. Mr. DeStefano's role at Kroll is purely administrative and, as such, he does not work on any of the firm's cases.

11. Kroll is an indirect subsidiary of Kroll, LLC ("Kroll Parent"). Kroll Parent is the world's premier provider of services and digital products related to governance, risk and transparency. Within the Kroll Parent corporate structure, Kroll operates independently from Kroll Parent. As such, any relationships that Kroll Parent and its affiliates maintain do not create an

interest of Kroll's that is materially adverse to the Debtors' estates or any class of creditors or security holders. Kroll Parent is not currently identified on the Potential Parties in Interest list, but Kroll makes this disclosure out of an abundance of caution.

12. Kroll has and will continue to represent clients in matters unrelated to these Chapter 11 Cases. In addition, Kroll and its personnel have and will continue to have relationships personally or in the ordinary course of business with certain vendors, professionals, financial institutions, and other parties in interest that may be involved in these Chapter 11 Cases. Kroll may also provide professional services to entities or persons that may be creditors or parties in interest in these Chapter 11 Cases, which services do not directly relate to, or have any direct connection with, these Chapter 11 Cases or the Debtors. A list of Kroll's clients that are identified on the Potential Parties in Interest list (if any) and their relationship to the Debtors is attached hereto as Schedule 2. Given Kroll's neutral position towards its clients, Kroll does not believe that any such connections present an actual or potential conflict or are adverse to the Debtors, their estates or creditors.

13. Kroll, and its personnel in their individual capacities, regularly utilize the services of law firms, investment banking and advisory firms, accounting firms and financial advisors. Such firms engaged by Kroll or its personnel may appear in chapter 11 cases representing the Debtors or parties in interest. All engagements where such firms represent Kroll or its personnel in their individual capacities are unrelated to these Chapter 11 Cases.

14. As part of its conflicts check process, Kroll submitted for review by each of its employees the list of Potential Parties in Interest provided by the Debtors to determine whether any employee holds an adverse interest to any of the Debtors and/or is a "disinterested person," as such term is defined in the Bankruptcy Code. In addition, the employees of Kroll were asked to

review their investment holdings, to the extent possible, to determine whether they have any direct or indirect ownership of the Debtors' securities. Upon information and belief, and upon such reasonable inquiry by Kroll and the results thereof, Kroll is not aware that any of its employees directly or indirectly own any debt or equity securities of a company that is a Debtor or of any of its affiliates. Moreover, Kroll has a policy prohibiting its employees from using confidential information that may come to their attention in the course of their work. In this regard, subject to non-discretionary Investment Funds (as defined below), all Kroll employees are barred from trading in securities with respect to matters in which Kroll is retained.

15. As a general matter, in the infrequent case when a Kroll employee may, directly or indirectly, own a debt or equity security of a company which may become or becomes a debtor or a debtor affiliate, such ownership would be substantially less than one percent of any such debtor or debtor affiliate. Additionally, from time to time, Kroll employees may personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds and other types of investment funds (the "Investment Funds"), through which such individuals may indirectly acquire a debt or equity security of many companies, one of which may be one of the Debtors or their affiliates. Any employee who has made any such investment does not manage or otherwise control such Investment Fund. The Investment Funds are managed by third parties, and Kroll employees that may invest in the particular Investment Fund have no influence, discretion, or control over the Investment Fund's decision to buy, sell or vote any particular debt or equity securities comprising the particular Investment Fund and in certain instances, employees may not be aware of the particular debt or equity securities comprising the particular Investment Fund.

16. Kroll further declares that Kroll does not now have nor has it ever had any contract or agreement with XClaim Inc. or with any other party under which Kroll provides, provided, or



will provide exclusive access to claims data and/or under which Kroll would be compensated for claims data made available by Kroll.

17. Based on the foregoing, I believe that Kroll is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code. Moreover, to the best of my knowledge and belief, neither Kroll nor any of its employees hold or represent any interest materially adverse to the Debtors’ estates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief.

Executed on November 26, 2024

/s/ Benjamin J. Steele

Benjamin J. Steele  
Managing Director  
Kroll Restructuring Administration LLC  
1 World Trade Center, 31st Floor  
New York, NY 10007

**SCHEDULE 1**

**List of Potential Parties in Interest**

**Franchise Group, Inc.**  
**Parties In Interest List**

**Debtor Entities & Related Subsidiaries**

American Freight FFO, LLC  
American Freight Franchising, LLC  
American Freight Franchisor, LLC  
American Freight Group, LLC  
American Freight Holdings, LLC  
American Freight Management Company, LLC  
American Freight Outlet Stores, LLC  
American Freight, LLC  
B. Riley Receivables II, LLC  
Betancourt Sports Nutrition, LLC  
Buddy's Franchising and Licensing LLC  
Buddy's New Co, LLC  
Educate, Inc.  
Franchise Group Acquisition TM, LLC  
Franchise Group Intermediate AF, LLC  
Franchise Group Intermediate B, LLC  
Franchise Group Intermediate BHF LLC  
Franchise Group Intermediate Holdco, LLC  
Franchise Group Intermediate L, LLC  
Franchise Group Intermediate PSP, LLC  
Franchise Group Intermediate S, LLC  
Franchise Group Intermediate SL, LLC  
Franchise Group Intermediate V, LLC  
Franchise Group New Holdco, LLC  
Franchise Group Newco BHF, LLC  
Franchise Group Newco PSP, LLC  
Franchise Group Newco S, LLC  
Franchise Group Newco SL, LLC  
Franchise Group Newco V, LLC  
Franchise Group, Inc.  
Freedom VCM Holdings, LLC  
Freedom VCM Interco Holdings, Inc.  
Freedom VCM Interco, Inc.  
Freedom VCM Receivables, Inc.  
Freedom VCM, Inc.  
Home & Appliance Outlet LLC  
Pet Supplies "Plus", LLC  
PSP Distribution, LLC  
PSP Franchising, LLC  
PSP Group, LLC  
PSP Midco, LLC  
PSP Service Newco, LLC

PSP Stores, LLC (Ohio)  
PSP Subco, LLC  
Valor Acquisition, LLC  
Vitamin Shoppe Florida, LLC  
Vitamin Shoppe Franchising, LLC  
Vitamin Shoppe Global, LLC  
Vitamin Shoppe Industries LLC  
Vitamin Shoppe Mariner, LLC  
Vitamin Shoppe Procurement Services, LLC  
W.S. Badcock Corporation  
WNW Franchising, LLC  
WNW Stores, LLC

**5% or Greater Equity Holders**

B. Riley Private Shares 2023-2 QP, LLC  
B. Riley Securities, Inc.  
BRF Investments, LLC  
Brian Kahn and Lauren Kahn Joint Tenants by Entirety  
Vintage Opportunity Partners, L.P.

**Directors and Officers**

Aaron Granger  
Alissa Ahlman  
Andrew Kaminsky  
Andrew Laudato  
Andrew M. Laurence  
Anthony Block-Belmonte  
Brian Hoke  
Bryant R. Riley  
Chris Meyer  
Christopher Rowland  
Daniel McNamara  
Eric Seeton  
Jacob Jones  
Jeff Van Orden  
Jeffrey Seghi  
Jemma Lawrance  
John Hartmann  
Kenneth Miles Tedder  
Lee Wright  
Michael Bennett  
Mike Gray  
Muriel Gonzalez

Neal Panza  
Norman McLeod  
Peter Corsa  
Philip Etter  
Teresa Orth  
Tiffany McMillan-McWaters  
Todd Arden  
Todd Evans

**Administrative and Collateral Agents**

Alter Domus (US) LLC  
JPMorgan Chase Bank, N.A.

**Significant Suppliers and Vendors**

A Team Sales LLC  
Affordable Furniture Mfg Inc  
Alani Nutrition  
American Agco (ADMC)  
Animal Supply Co Lone Star  
Animal Supply Co Wholesome  
Ashley Furniture Industries Inc  
Brodnax Printing Company I, LLC dba  
Brodnax 21c Printers  
California Pet Partners LLC  
Capstone Nutrition  
CRAMCO  
Crown Mark Imports Inc  
DAS LABS LLC  
Elytus Ltd  
Enterprise FM Trust  
Flexport  
Florida State Games Inc.  
Garden of Life  
Generis Tek Inc  
Ghost, LLC.  
Gorilla Mind  
KFM247 LTD  
Kith Furniture  
Korber Supply Chain US, Inc.  
Lumisource, LLC  
Marcone Appliance Parts Company  
Mars Petcare  
Media Works, Ltd.  
Merrick Pet Foods Inc  
Meta Platforms, Inc.  
MMXXI Investments LLC

Nutrivo, LLC  
ODP Business Solutions, LLC (Office Depot)  
One Stop Facilities Maintenance Corp  
Optimum Nutrition  
Origin  
Peak Living  
Phillips Lansing Facility  
Planitretail LLC  
Prime Hydration LLC  
Pro-Form Laboratories  
Quest Nutrition, LLC  
Raw Sport Supplement Company  
REDCON 1  
Royal Canin  
Ryse Up Sports Nutrition LLC  
Seaboard International Forest Products LLC  
Sealy Mattress Company  
Seminole Furniture  
Steve Silver Company  
Uber Freight US LLC  
Velosio LLC  
Vitality Works, Inc.  
WEX Bank

**Top Unsecured Creditors (as of 10.10.24)**

Albany Industries Inc  
Alpha Inc  
Aquatic & Reptile - Central Garden & Pet  
Arizona Nutritional Supplement  
Assurant Inc.  
Champion Petfoods USA  
Climatic Home Products  
Coyote Logistics  
Delta Furniture  
Earth Animal Ventures  
Ehplabs LLC  
Elanco US Inc  
Elements International Group LLC  
EMA Electrolux/Frigidaire  
Force Factor Brands LLC  
GE Appliances  
GE General Electric-Haier US Appliance  
Google  
Hartz Mountain - VMX  
Hill's Pet Nutrition

Kong Company  
 Living Style (Singapore) Pte. Limited  
 Lowes Companies Inc  
 M I Industries Inc  
 Madix Inc  
 Midwestern Pet Foods  
 Muebles Briss S.A. De C.V.(Marby)  
 Natural Balance Pet Foods Inc  
 Nestle Purina Petcare Company  
 Open Farm Inc  
 Order Groove Inc  
 O'Rourke Bros., Inc.  
 O'Rourke Sales Company  
 Peak Living, Inc.  
 Phillips Feed and Pet Supply  
 Premier Nutrition Company, LLC  
 Radio Systems Corporation  
 Sealy Mattress Manufacturing Company  
 Simmons Pet Food Inc  
 Solstice Sleep Company  
 Spectrum Brands Pet LLC  
 Standard Furniture MFG Co Inc  
 Stella and Chewys LLC  
 Surest/UnitedHealthcare Inc.  
 Titanic Furniture  
 Transform Holdco LLC (3PL)  
 UPS (Ocean Freight)  
 Vitamin Well USA LLC  
 Wellness Pet LLC  
 Weruva International Inc  
 Whirlpool  
 Zinatex Imports, Inc

**Landlords & Lessors**

103rd Street 6024, LLC  
 1210 Morena West LLC  
 1230 Zion, LLC  
 1700 Eubank, LLC  
 1997 GRP Limited Partnership  
 2151 Highland Partners, LLC  
 2885 Gender Road, LLC  
 30X30 34th Street Lubbock Partners, LLC  
 3200 Hwy 13, LLC  
 4100 Tomlynn Street-Rebkee, LLC and  
 Tomlynn Street-Fountainhead, LLC  
 4116 OBT Investments, LLC

425 Broadway RE Holdings LLC & 431  
 Broadway RE Holdings LLC  
 4801 Washtenaw LLC  
 5737-5848 North Elizabeth Street Holdings,  
 LLC  
 6001 Powerline, LLC  
 65 Holmes Investment Partners LLC  
 6588 LLC  
 7000 S May Ave, LLC  
 801 South Ft. Hood, LLC  
 900-71, LLC  
 A. Roland Kimbrell Trust  
 Acorn Ridge Properties LLC, JDM Capital,  
 LLC, MO Partners LLC, Confluence  
 Investment LLC  
 Afreight Holdings, LLC  
 AJDC 2, LLC  
 Albany Plaza Shopping Center LLC  
 Alisan LLC and Roseff LLC  
 All American Association, LLC and Yvonne  
 Keff  
 Allentex, LP  
 Amerco Real Estate Company  
 AMG Properties Inc.  
 Amplify Credit Union  
 Anderson Plaza, LLC  
 Arch Village Management Realty LLC  
 Ares Holdings, L.L.C.  
 Arizona Mills Mall, LLC  
 AR-Park Shopping Center, LLC and JSP-  
 Park Shopping Center, LLC  
 Atlanta Industrial TT, LLC  
 B.J. McCord d/b/a McCord Business Center  
 B33 Broadview Village LLC  
 Baldwin Gardens, Inc.  
 Bane Holdings of Tallahassee, LLC  
 Banner Partners, LLC  
 Bardstown S.C., LLC  
 BC Airport, LLC  
 Bell-51st, LLC  
 Belt 98, Inc.  
 Berryessa Plaza LLC  
 BG Plaza, LLC  
 Boatlanding Development Co., Inc.  
 Bostick Development, L.C.  
 BRC Hendersonville, LLC

BRE Mariner Venice Shopping Center LLC  
 BRE Retail NP Festival Centre Owner LLC  
 Brierwood Village LLC  
 Brighton Landmark, LLC  
 Brixmor Holdings 8 SPE, LLC  
 Brixmor SPE 5 LLC  
 Brixton Rogue, LLC  
 Brookhill V Acquisition, LLC  
 Brooksville Commercial Properties, LLC  
 and Oak Tree Lane, LLC  
 Brown Deer Mall, LLC  
 Bruce Howe Trust  
 BSW/DMW Properties LLC  
 Cafaro Leasing Company, LTD.  
 Candler RD Plaza GA LLC  
 Cedar Golden Triangle, LLC  
 Centerpoint 550, LLC  
 Centerview Plaza, LLC  
 Central Mall Port Arthur Realty Holding,  
 LLC  
 Certified Capital, LP, Horowitz Holdings,  
 LLC, Asset Acquisitions, LLC, and 3610  
 Partners, GP  
 CETA Group Limited Partnership  
 Chapel Hills Realty LLC, Chapel Hills CH  
 LLC, and Chapel Hills Nassim LLC  
 Charleigh Davis and TCCB Properties  
 Chicago Title & Trust Company, As Trustee  
 Under Trust Agreement Dated 10/10/1984  
 and Known as Trust No. 1086065  
 Chillicothe Shopping Center, LP  
 Chris McCarty Company, LLC  
 Cielo Paso Las Tiendas, L.P.  
 Circle City Property Group Inc.  
 Citimark Charleston, LLC  
 CJM Limited Liability Limited Partnership  
 Clear Creek Brothers - CV, LLC  
 Clear Lake Center, L.P.  
 Clendenin Partners  
 CLPF-Essex Green, LLC  
 Cobblestone Square Company, Ltd.  
 ColFin 2015-2 Industrial Owner, LLC  
 Colony Mills Enterprises, LLC  
 Combined Properties Limited Partnership  
 Commercial Properties Associates, LLP  
 Concord Retail Investment Group, LLC

Core MR Westview, LLC  
 Costco-Innovel Owner LLC  
 Costco-Innovel Properties LLC  
 Creekstone/Juban I, LLC  
 Crossing Point LLC  
 Crossroads Centre II, LLC  
 Crossroads Plaza, LLC  
 Crossroads Sunset Holdings, LLC  
 Cuyahoga Investments, LLC  
 CWP/Arlington LLC  
 D3 New Albany, LLC  
 Daniel G. Kamin Wadsworth Enterprises  
 Daniel P. Hagaman  
 Danville Riverside Partners, LLC  
 Daytona Commons, LLC  
 DCT Presidents Drive LLC  
 DDR Carolina Pavilion LP  
 Dennis R. Phillips Revocable Trust  
 Derby Improvements, LLC  
 DES 2015, LLC and CJCM, LLC-Series  
 CV505  
 Dixie Manor, LLC  
 Donna M. Rainwater & Larry J. Rainwater  
 Donna Rainwater Reece, Larry J. Rainwater,  
 R. Bryan Whitmire and Karla J. Whitmire  
 Douglas C. Foyt and Trailers for Sale or  
 Rent, Inc.  
 Dyn Sycamore Investments, L.L.C.  
 E & L Investments LLC  
 E.W. Thompson, Inc.  
 Eagle Water, LLC  
 Eagle-North Hills Shopping Centre LP  
 Eastlake Edison LLC and Eastlake Milford  
 LLC  
 Economy Square, Inc.  
 Ellis Chai LLC  
 Esue LLC  
 Ethan Conrad Properties, Inc.  
 Excel Realty Partners, L.P.  
 Exchange Right Value-Add Portfolio 2  
 Master Lessee, LLC  
 F.M.K., LLC  
 Fairview Heights Realty, LLC and Fairview  
 Nassim LLC  
 Fall River Shopping Center North, LLC  
 Faye Gross

Fiddler's Run, LLC  
 Fivel Family, LLC  
 Fox Jr. Development Inc.  
 Franklin Mills Associates Limited Partnership  
 Franklin Towne Plaza LLC  
 Frayer Enterprises, LLC  
 Fredric Singer  
 Front Street Kansas City, LLC  
 FSC West Covina, LLC  
 FSH Galleria Plaza, LLC  
 G&I X Industrial IN LLC  
 Gamble Brothers, LLC  
 Gary Mehan, DBA G.M. Properties  
 Gateway Retail Partner III, LLC  
 Gateway South, LLC #1  
 GBUZZ, LLC  
 GCP Boom, LLC  
 Giuffre IV, LLC  
 GKI Industrial Dallas, LLC  
 Glendale Galleria Center, LLC  
 GLL BVK Properties, L.P.  
 Gosula Holdings Ltd.  
 Gravois Bluffs East 8-A, LLC  
 Greater Orlando Aviation Authority  
 Greenfield Plaza LLC  
 Greenlight Development, LLC  
 GRH Goodyear LLC, Gaston Holdings LLC, and MRH Venture Capital LLC  
 Gridley Square Property, LLC  
 GS Centennial LLC  
 Gulson Retail LLC  
 Halltown Farms, LLC  
 Hankins Real Estate Partnership  
 Hart & Hart Corp.  
 Henry Fine Trust  
 Hidden Hill Road Associates, LLC  
 High Cotton Palisades, LLC, High Cotton Shoals, LLC and Pharo Palisades I, LLC  
 Himaloy Taylor LLC  
 HM Peachtree Corners I LLC  
 Hogan Holdings 56, LLC  
 HV Center LLC, HV Center TIC 1 LLC, and HV Center TIC 2 LLC  
 IH 35 Loop 340 Investors, LTD.  
 IH-10 Hayden, Ltd.

Indian Trail Square, LLC  
 Inland Commercial Real Estate Services LLC  
 Innovation Realty IN, LLC  
 Integra CRE, LLC  
 IRC Park Center Plaza, L.L.C.  
 Ireland Corner, LLC  
 Isador Schreiber & Associates, LLC  
 J & F Gainesville Properties, LLC  
 J&L Development Company, LLC  
 Jackson Street Group, LLC  
 Jeffnan U.S.A. Inc.  
 JHG Properties, LLC  
 JMK5 Winchester, LLC  
 JMW Hebron, LLC  
 Joe Amato East End Centre, LP  
 JRF Texas Properties, LLC  
 JSM Land Group, LLC  
 Kelley Commercial Realty, LLC and Stephanie D. Kelley  
 Keyser Oak Investors, LLC  
 KGI Military LLC  
 Kin Properties Inc.  
 Kings Mountain Investments  
 Kingsport Green AC Managing Company, LLC  
 Kinsman Investors  
 Kitty Wells, Inc.  
 KMD, LLC  
 KRG Houston Royal Oaks Village II, LLC  
 KRG Plaza Green, LLC  
 L.W. Miller Holding Company  
 Laurie Industries, Inc., Kinpark Associates and Fundamentals Company  
 Lawrence F. Kolb & Catherine M. Kolb, Trustees of The Lawrence F. Kolb and Catherine M. Kolb JLRT U/A/D April 12, 2018 and 2233 & 2235 MO Blvd, LLC  
 LBD Properties, LLC  
 LCRF, LLC  
 LDC Silvertree, LLC  
 Leland J3, LLC  
 Leveraged Holdings, L.L.C.  
 Lexington 2770, LLC  
 Lichtefeld Development Trust  
 Lidl US Operations, LLC



Lincoln Associates  
 LIT-ENVP Limited Partnership  
 LoLo Enterprises, LLC  
 Lovell 2.5, LLC  
 LU Candler Station Holdings, LLC  
 Lynch Butler  
 M3 Ventures, LLC  
 Macon Center, LLC  
 Malco T.I.C.  
 Mall at Potomac Mills, LLC  
 Marathon Management, LLC  
 Marc NaperW LLC and NaperW, LLC  
 MarketFair North, LLC  
 McRae Mortgage & Investments, LLC  
 Meditrina Properties, LLC  
 Melvin C. McClung, Trustee of the Tommie  
 Louise McClung Family Trust  
 Menard, Inc.  
 Merchant 33 LLC  
 Merchant's Investors, LLC  
 Meredith, Inc.  
 Midwest Commercial Funding, LLC  
 Missouri Boulevard Investment Company,  
 LLC  
 Mobile Highway 4500, LLC  
 Mojack Holdings, LLC  
 Mongia Capital Michigan, LLC  
 Moon Village, LLC  
 Morningside Plaza, L.P.  
 MR Stealth LLC  
 Muenchens Unlimited, LLC  
 NDF III MJ Crossing, LLC  
 New Bern Development LLC  
 New Plaza Management, LLC  
 Newport Crossing Investors, LLC  
 Niagara Falls 778, LLC  
 North County Columbia Realty, LLC  
 Northern McFadden Limited Partnership  
 Northside Village Conyers, LLC  
 Northtowne Center Investors, LLC  
 Oak Forest Group, LTD  
 Okee Realty Associates, LLC  
 Old Orchard, LLC  
 One Home Realty, Inc.  
 One Land Company, LLC  
 One Oak Investments, LLC

Osborne Properties Limited Partnership  
 Oxford Street Huntsville  
 P & S Axelrod, L.L.C.  
 P&H Investments, LLC  
 Pacifica Muskegon, LLC  
 Parker-Anderson, LLC  
 Parkway Mall, LLC  
 PCRIF Spring Park Holdings, LLC  
 Pensacola Corners LLC  
 PFIILP - Parr Boulevard, LLC  
 Pilchers Summit Limited Partnership  
 Pinellas Park Square, LLC  
 Piqua Investment Partners, LLC  
 PK II El Camino North L.P.  
 Plaza North Shopping Center, LLC  
 Polk County Partners, LLC  
 Port St. Lucie Plaza I, II, III, LLC  
 Prattville Partners, Limited Partnership  
 Prologis Targeted U.S. Logistics Fund, L.P.  
 Pullman Square Associates  
 Rainbow Investment Co.  
 Randall M. Schulz  
 Ravi Randal Investment Group, LLC  
 RE Pecan, LLC  
 Realty Income Corporation  
 Regions Bank as Trustee of the Thomas H.  
 Willings Jr. Family Trust  
 Repwest Insurance Company  
 Richard Briggs and John Nathan Briggs, as  
 Trustees of the Stephanie R. Briggs  
 Irrevocable Trust dated October 15, 2009;  
 and Stephanie R. Briggs and John Nathan  
 Briggs, as Trustees of the Richard M. Briggs  
 Irrevocable Trust dated October 15, 2009  
 Ridgewater Commerce LLC  
 Rini Realty Company  
 River Oaks Properties, Ltd.  
 Riverdale Center North, LLC  
 Riverplace Shopping Center, LLC  
 Rock N Roll Development, LLC  
 Rockhill Center, LLC  
 Rodi Road 501, LLC  
 Rogers Commercial Properties, LLC  
 Rose & Rose, LLC  
 RPI Ridgmar Town Square, Ltd.  
 RRG LLC

Sabatine BK Development, LLC  
 Saia Family Limited Partnership  
 Sarabara Corp.  
 Sav 15000 Abercorn, LLC  
 Sears Authorized Hometown Stores, LLC  
 SEK 7753, LLC  
 Shrewsbury Village Limited Partnership  
 Sissel Juliano  
 SJN Realty Holdings, LLC  
 Slidell Athletic Club Property, L.L.C.  
 Somera Road - Athens Georgia II, LLC  
 South Tulsa Storage, LLC  
 Southern Hills Center, Ltd.  
 Southgate Properties, LLC  
 Southtown Plaza Realty LLC and  
 Southtown Nassim LLC  
 Southview Dothan Investors, LLC  
 Space For Lease of Tennessee  
 State Road 4201, LLC  
 Stature High Ridge, LLC  
 Sterling Equities II, LLC  
 Stewart & Hamilton Properties, LLC  
 Stone Mountain Square Shopping  
 Center, LLC  
 SVR Investments, LLC  
 SW 17th Street 1010, LLC  
 Sylvan Park Apartments, LLC  
 T.B.R. Property Group, LLC  
 T18 Investments, LLC  
 Tanglewood Venture, LLC  
 TB Garrett Creek, LLC  
 TBF Group Battle Creek, LLC  
 TCP Enterprise Parkway, LLC  
 Tejas Center, LTD.  
 Tenalok, LLC  
 Texas Main Street, LLC  
 The Collins Investment Trust  
 TKC CCXXXIX, LLC  
 TKG Colerain Towne Center, LLC  
 TKG Cranston Development, L.L.C.  
 TKG Fairhaven Commons, LLC  
 TLP 4782 Muhlhauser LLC  
 Tops Holding, LLC  
 Town Real Estate Enterprises, LLC  
 Tucson Speedway Square, LLC  
 Tumon Bay Resort & Spa, LLC

Turfway Baceline, LLC  
 Two by Two Properties, LLC  
 Tyser Heirs Separate Property, LLC  
 University Realty Associates, LLC  
 US Investments  
 Victory River Square, LLC  
 Vishal Kalmia Plaza, LLC  
 W.H. Warehouse, L.L.C.  
 Wal-Austin, LLC  
 Warner Robins Perlmix, LLC  
 Watson Village Retail, LLC  
 Waverly Plaza Shopping Center, Inc.  
 West County Investors, LLC  
 Weston SCIP 2 LLC  
 Westphal Leasing, LLC  
 Westside Village Shopping Center of Rome,  
 Inc.  
 WFD Investments, L.L.C.  
 White Lane, LLC  
 Whitehall Crossing D, LLC  
 William Shane Courtney  
 Woodcrest Akers, LLC  
 Woodforest Mini-City Partners, LP and  
 JLCM Partners, LP, TIC  
 Wylds 1708, LLC  
 YEK #9, LLC  
 York Realty Investment, LLC

**Significant Counterparties to Material  
 Agreements**

Capturis  
 Engie Resources LLC

**Significant Litigation Matters**

Charles Knight  
 Health Advocate  
 Gale et al [Class Action]  
 Joseph F Gazzo III  
 Matthew Giffuni  
 Quadre Investment Advisors LLC  
 Buddy's Mac Holdings, LLC

**Professionals**

AlixPartners LLP  
 Davis Polk & Wardwell LLP  
 Deloitte & Touche LLP

Ducera Partners LLC  
Ernst & Young  
Evercore LP  
Foley & Lardner LLP  
Gordon Rees Scully Mansukhani, LLP  
Gordon Brothers Asset Advisors, LLC  
Grant Thornton LLP  
Guggenheim Securities, LLC  
Hilco Merchant Resources, LLC  
Hilco Real Estate, LLC  
Holland & Knight, LLP  
Kroll Restructuring Administration LLC  
Landis Rath & Cobb LLP  
Latham & Watkins LLP  
Lazard Group LLC  
M3 Advisory Partners, LP  
Morris, Nichols, Arsht & Tunnell LLP  
Paul Hastings LLP  
Paul, Weiss, Rifkind, Wharton & Garrison  
LLP  
Petrillo Klein & Boxer LLP  
Porter Wright Morris & Arthur LLP  
Ryan, LLC  
Sheppard Mullin Richter & Hampton LLP  
Troutman Pepper Hamilton Sanders LLP  
White & Case LLP  
Willkie Farr & Gallagher LLP  
Young Conaway Stargatt & Taylor, LLP

**Other Parties**

BCDC Portfolio Owners LLC  
BCHQ Owner LLC  
National Retail Properties, LP

**DE - Judges**

Chan, Ashely M.  
Dorsey, John T.

Goldblatt, Craig T.  
Horan, Thomas M.  
Owens, Karen B.  
Shannon, Brendan L.  
Silverstein, Laurie Selber  
Stickles, J. Kate  
Walrath, Mary F.

**DE – Office of the United States Trustee**

Andrew R. Vara  
Benjamin Hackman  
Christine Green  
Diane Giordano  
Dion Wynn  
Edith A. Serrano  
Elizabeth Thomas  
Fang Bu  
Hannah M. McCollum  
Holly Dice  
James R. O'Malley  
Jane Leamy  
Jonathan Lipshie  
Jonathan Nyaku  
Joseph Cudia  
Joseph McMahon  
Lauren Attix  
Linda Casey  
Linda Richenderfer  
Malcolm M. Bates  
Michael Girello  
Nyanquoi Jones  
Richard Schepacarter  
Rosa Sierra-Fox  
Shakima L. Dortch  
Timothy J. Fox, Jr.

**SCHEDULE 2**

**Kroll Client Connections**

(None)